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11 Attorneys for USACM Liquidating Trust

12 **UNITED STATES BANKRUPTCY COURT**  
13 **DISTRICT OF NEVADA**

14 In re:

15 USA COMMERCIAL MORTGAGE  
16 COMPANY,

17 USA CAPITAL REALTY ADVISORS,  
18 LLC,<sup>1</sup>

19 USA CAPITAL DIVERSIFIED TRUST  
20 DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED  
FUND, LLC,<sup>2</sup>

USA SECURITIES, LLC,<sup>3</sup> Debtors.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

Case No. BK-S-06-10725-LBR<sup>1</sup>  
Case No. BK-S-06-10726-LBR<sup>1</sup>  
Case No. BK-S-06-10727-LBR<sup>2</sup>  
Case No. BK-S-06-10728-LBR<sup>2</sup>  
Case No. BK-S-06-10729-LBR<sup>3</sup>

CHAPTER 11

Jointly Administered Under Case No.  
BK-S-06-10725 LBR

**DECLARATION OF GEOFFREY L.  
BERMAN IN SUPPORT OF  
OMNIBUS OBJECTION OF USACM  
TRUST TO PROOFS OF CLAIM  
BASED UPON INVESTMENT IN  
THE SHAMROCK TOWER LP  
LOAN**

Date of Hearing: November 13, 2009  
Time of Hearing: 9:30 a.m.

I, Geoffrey L. Berman, hereby declare under penalty of perjury that:

1. I am the Trustee of USACM Liquidating Trust and I submit this declaration  
in support of the Omnibus Objections of USACM Trust to Proofs of Claim Based Upon  
Investment in the Shamrock Tower LP Loan ("Shamrock Loan") [DE 7629, DE 7631,

<sup>1</sup> This bankruptcy case was closed on September 23, 2008.

<sup>2</sup> This bankruptcy case was closed on October 12, 2007.

<sup>3</sup> This bankruptcy case was closed on December 21, 2007.

1 DE 7633, and DE 7635] filed by the USACM Liquidating Trust (“USACM Trust”), as  
2 successor to USA Commercial Mortgage Company (“USACM”). The Trust is the  
3 custodian of USACM’s records pursuant to the terms of the confirmed Plan. The original  
4 loan file for the Shamrock Loan was transferred to Compass Financial Partners, LLC, but  
5 the Trust retained a copy of it. I make this declaration based upon my review of the  
6 relevant portions of the loan file and the available appraisals related to the Shamrock  
7 Loan.

8       2. On June 30, 2003, 619 Main, LP made and delivered to Western United Life  
9 Assurance Company, a Promissory Note in an amount of \$9,262,500 (the “Note”). On  
10 July 29, 2004, the Shamrock Direct Lenders purchased the Note through USACM.  
11 Through subsequent amendments, the loan was ultimately increased to \$10,500,000.

12       3. The Loan was secured by a first Deed of Trust (“Deed of Trust”) on real  
13 property and improvements thereon, as described in the Deed of Trust. The Deed of Trust  
14 was recorded on July 7, 2003 under Clerk’s File Number W811419 in the Official Public  
15 Records of Real Property of Harris County, Texas.

16       4. Upon information and belief, 619 Main, LP subsequently transferred title to  
17 the collateral defined in the Deed of Trust to Shamrock Tower LP.

18       5. A March 31, 2004 appraisal by Luedemann & Associates appraised the  
19 value of the property securing the Shamrock Loan at an approximate value of \$16,215,350  
20 as of March 14, 2004.

21       6. A May 15, 2006 appraisal by Hilco Real Estate Appraisal, LLC estimated  
22 the value of the collateral at \$14,500,000 as of June 5, 2006.

23       7. **Exhibit A** attached lists Proofs of Claim filed by Direct Lenders that appear  
24 to be based in whole or in part upon an investment in the Shamrock Loan. **Exhibit A**  
25 identifies the Proof of Claim number, the claimant, the claimant’s address, the total  
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1 amount of the claim and the total amount of the claim that appears to be related to an  
2 investment in the Shamrock Loan based upon the information provided by the claimant.  
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1 I make this declaration under penalty of perjury of the laws of the United States of  
2 America on October 14, 2009.

3 By /s/ Geoffrey L. Berman  
4 Geoffrey L. Berman

5 Copy of the foregoing (without exhibit)  
6 mailed by first class postage prepaid  
U.S. Mail this  
7 14th day of October, 2009,  
to all parties listed on Exhibit A  
8 attached.

9 LEWIS AND ROCA LLP

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